

X-MEN

12¢ 54
IND. MAR

MARVEL
COMICS
GROUP

APPROVED
BY THE
COMICS
CODE
CJ
AUTHORITY





(PAT. PEND.)

LOOK WHAT'S HAPPENING

TO THE HANDSOME MUSCULAR MEN ON MUSCLE BEACH, CALIFORNIA!

WITH ONE TWIST, IN JUST ONE SECOND, They're Adding Inches of Muscles, To Their Arms, Chest, Shoulders. **WHY NOT YOU?**

The "007" TWISTER is turning them on—even the Girls! From one end of Muscle Beach to the other, muscular things are popping up everywhere you go! The handsome, fun-going attractive fellows are twisting with the "007" TWISTER to add up to 2" on their arms, 4" on their chest, besides muscularizing their waists and building vigorous legs. They are giving the more than 500 muscles in their bodies a thorough going-over—to build power—rugged vigor—herculean muscular size, because they need **ho-man** muscles—for surfing, swimming and lifting girls overhead with one arm! They know that one twist of the "007" TWISTER makes their muscles come alive with VIGOR...POWER...for Super Happenings! Don't you just read this ad—JOIN THE FUN!—SHAPE UP!—And What Shape You'll Be Is!

MUSCLES—ARE FOR REAL MEN!

See For Yourself What Super-Happenings You're In On When You Start Twisting With the "007" TWISTER and Build Your Own Muscular Go-Go, Action-Packed Body—all in the privacy of your own home!

THE
ROMANTIC
LOOK IS
CREATED
BY THE
"007"
TWISTER!



THE
BODY
BEAUTIFUL
LOOK IS
CREATED
WITH THE
"007" TWISTER!

Beautify—
Muscularize—Give
Your Body the Tough
and Rugged
Muscular Look
of a Muscle Beach
Ho-Man!

ONLY
\$9.98
Postpaid

comes with FREE
Illustrated course
of instructions.

My Personal Guarantee: YOU MUST
BUILD A MUSCLE
BEACH, "SUPER-
HAPPENING", MUS-
CULAR BODY OR RE-
TURN THE TWISTER
FOR EVERY PENNY
BACK! ORDER NOW!

DOES YOUR BODY LOOK MUSCLE-STARVED? Then become this new breed of wildcat!

Be my guest—use the "007" TWISTER and if 5 minutes doesn't convince you that you too can easily toughen up and put yourself in this exciting, dramatic Muscle Beach setting, return it for a full refund? Fair? My "007" TWISTER is Tough—Durable—Elegant, made of chromed-steel tubing with easy to hold rubber grippers. As you take it in your hands, the very first twist of its shiny coils will make every muscle in your body COME ALIVE with Vigor and Power! It gently coaxes your arms, chest, back and legs into Super-Muscle Happenings, adding inches of rugged muscle all over your body! It makes you Shape Up—Teach Up—Muscle Up FAST...the Muscle Beach Way! So start going with the youthful, fun-loving crowd now—bring some Muscle Beach excitement into your life—by ordering your "007" TWISTER today! IT'S GUARANTEED TO PRODUCE RESULTS—OR MONEY BACK!

THIS IS A LIMITED OFFER AND AVAILABLE ONLY THROUGH THIS COUPON—SO HURRY!

FREE!

THIS 128-PAGE BOOK—to help you Muscle Up to a bigger, better, more "cut-up" body! Contains 15 exciting courses with over 200 photos of the Champs in muscle building action! A \$5 value—it's yours FREE—just for ordering the "007" TWISTER! Get your copy NOW!



CALIFORNIA, MUSCLE BEACH—BODYBUILDER

JOE WEIDER
531-32nd Street
Union City, N.J. 07087

Dept. 83-39PT

Dear Joe:

I want to bring the excitement of Muscle Beach into my life and make my muscles "come alive" with Super Happenings, too! Enclosed is \$9.98—rush me the "007" along with free instructions and the FREE muscle building book. I understand that if I am not completely satisfied, I may return the TWISTER for a full refund.

NAME _____ ACE _____
(please print clearly)

ADDRESS _____

CITY _____ STATE _____ ZIP _____

X-MEN! THE MOST UNUSUAL FIGHTING TEAM OF TIME! WANTED: DEAD OR ALIVE--CYCLOPS!



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GET OUT OF YOUR CAP AND GOWN
AND WE'LL BUY YOU A BREW DOWN
AT JACK'S SHACK. YOU'RE OLD
ENOUGH, NOW!

THANKS, BIG BROTHER!
BE WITH YOU IN TWO
SHAKES OF A MORTAR-
BOARD TASSEL!

STRANGEST
PREMONITION AS
I WALKED THROUGH
THAT DOOR! LIKE
SOME KIND OF
WARNING!

WHA-?!



ALEX! WHAT'S
TAKING YOU
SO LO--

IT APPEARS THERE
HAS BEEN A
SEVERE
ALTERCATION
ON THE
PREMISES!

--GOOD
GRIEF!

SCOTT--
WHAT'S
JEANNIE
D--?

SNNHHHH!
SHE'S TRYING
TO PICK UP MIND
PATTERNS OF
THE LAST PEOPLE
IN THIS ROOM!

CONTINUED AFTER NEXT PAGE







CONTINUED AFTER NEXT PAGE

IT'S BRAND NEW!! MARVEL'S SWINGIN' INFLATABLE **PLASTIC PILLOWS!**

INTRODUCING THE LATEST, MOST ORIGINAL MARVEL MERCHANDISING MASTERPIECES EVER... THREE DIMENSIONAL SUPER-HERO PLASTIC PILLOWS THAT CAN HOLD MORE WEIGHT THAN YOU CAN SHAKE A FORBUSH AT! YOU CAN BANG 'EM! TOSS 'EM! EVEN LET 'EM HANG LOOSE ON THE WALL! ...EITHER SPIDER-MAN OR THOR, IN FULL COLOR YET!



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FOR
POSTAGE
AND
HANDLING



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I'D LIKE	THOR PILLOWS.
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SPIDER-MAN	<input type="text"/>	<input type="text"/>
THE HULK	<input type="text"/>	<input type="text"/>
THOR	<input type="text"/>	<input type="text"/>

MERRY MARVEL
MARCHING SOCIETY
KIT \$



OKAY, MADMEN... HERE'S MY HARD-
EARNED CASH, WHICH I'M SENDING YOU AT:
M.M.M.S. MARVEL COMICS GROUP DEPT. A.J.
625 MADISON AVE. N.Y.C. N.Y. 10022

NAME

ADDRESS

CITY STATE

ZIP

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Street and No. _____

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State _____

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Are You a Boy? _____

Age _____ Date Born _____ Year _____

Print Your
Last Name
Plain or Fancy

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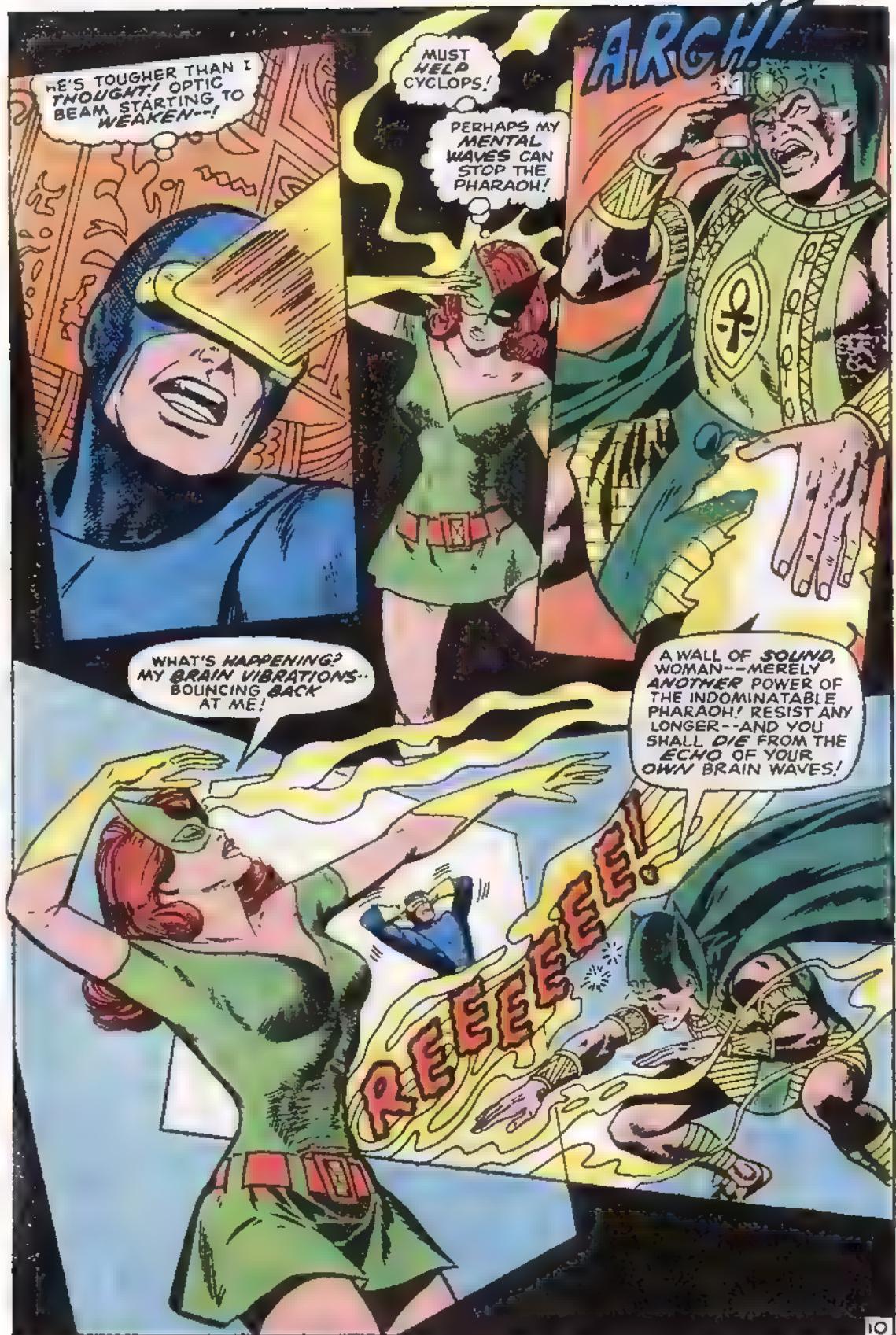
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WATCH IT, BEAST! YOU GET TOO CLOSE TO THAT WALL OF SOUND VIBRATIONS AND IT'LL SHAKE THE TEETH FROM YOUR HEAD!

TH-TH-THAT'S AN IR-IR-IRREFUTABLE F-F-FACT!



THE BARRIER IS DIMINISHING--BUT IT'S STILL TOO ROUGH TO HANDLE! AND THEY'RE GETTIN' AWAY!

WE'LL GET THEM, CHUM! BUT FIRST--I'M GOING TO BURN THOSE CHAINS OFF MY BROTHER'S WRISTS!

B-B-BROTHER? DID YOU SAY-- BROTHER? I MEAN LIKE--

WOW!



OKAY--BUT IT'S THE CRAZIEST DARN THING! SUDDENLY I'M SHY ABOUT THIS AND

WHAT'S THE MATTER? YOU AFRAID I'M GOING TO BE ASHAMED OF BEING THE KID BROTHER OF THE LEADER OF THE X-MEN!

CYCLOPS OR SCOTT
YOU'RE STILL THE GREATEST!

HEY-- DID YOU HEAR SOMETHING?

YES--A RUSTLING SOUND--
LIKE A ROSE!
BUT WHERE FROM?

GOT TO FIND OUT WHO--!

YOU ARE TOO LATE,
MAN OF THE BURNING EYES! FOR I HAVE RETURNED UNNOTICED! AND NOW I BRING DOWN UPON YOU--

THE CURSE OF THE PHARAOH'S EYES! NONE CAN ESCAPE THE DARKNESS THEY BRING!

STRANGE LUMINESCENT JEWELS GLEAMING AT US-- BURNING RIGHT THROUGH TO THE BRAIN!

THE PHARAOH'S EYES ARE HYPNOTIC GEMS!
I--I'M BLACKING OUT!

DOWN, DOWN INTO A STYIAN
TUNNEL FROM WHICH THERE
SEEMED NO RETURN! THEN,
SLOWLY, CYKE'S HEAD CLEARED!

ON YOUR FEET,
CYCLOPS! BOTH
HANDS BEHIND
YOUR HEAD!

STILL, I
NEVER
THOUGHT
I'D LIVE TO
SEE THE
DAY WHEN
WE HAD TO
ARREST AN
X-MAN... AND
FOR MURDER!

WE'VE NEVER
TRUSTED YOU
CRAZY, COSTUMED
MUTANTS!

YOU HEARD US! THIS
ONE WHO CALLED HIM-
SELF THE PHARAOH--
HE'S DEAD AS THEY
COME! AND YOU LYIN'
THERE PRETENDING TO
BE KNOCKED OUT!

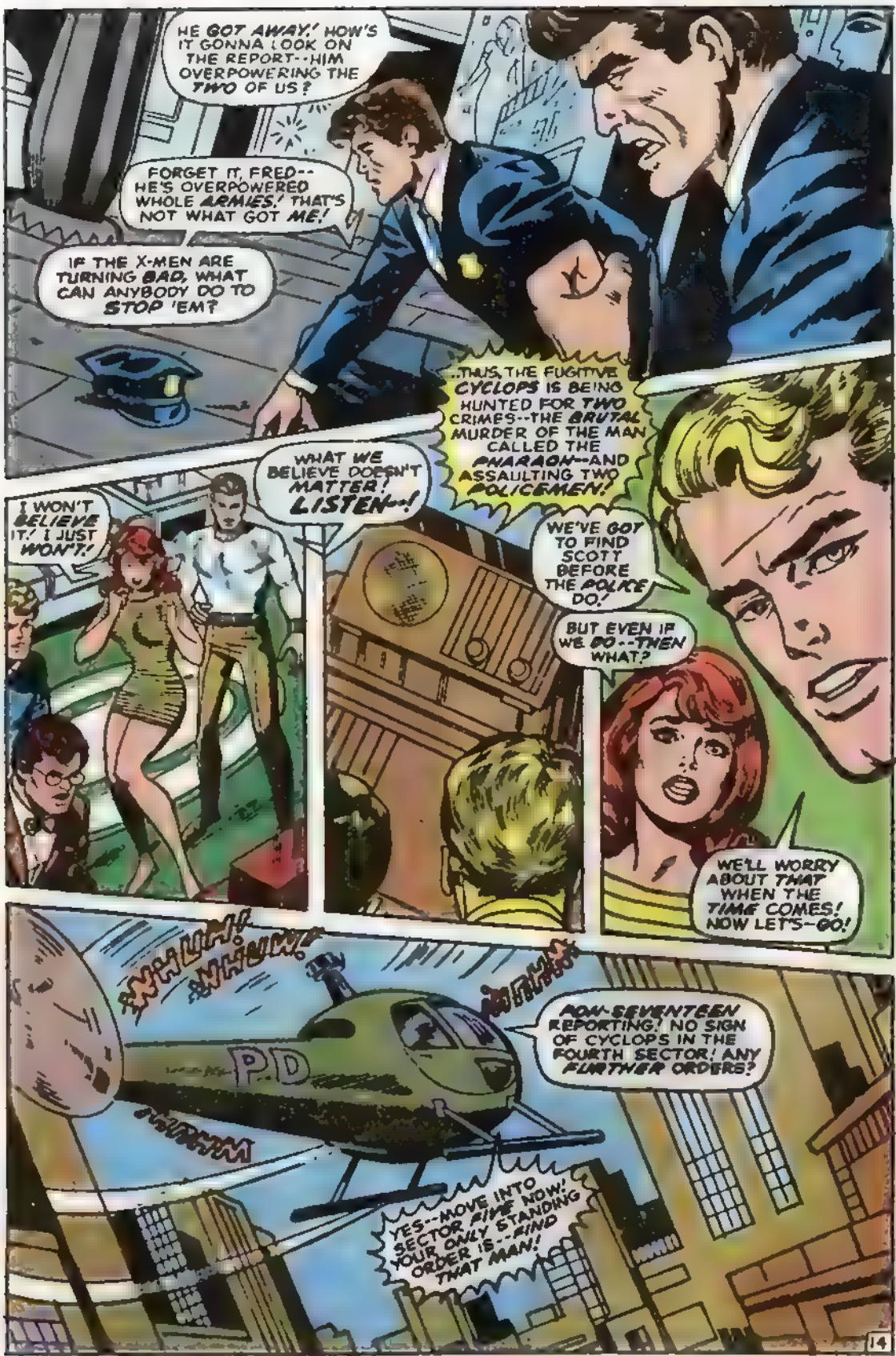
HE DOESN'T
REALIZE THAT
ALEX WAS
HERE WITH ME!
AND IF I DIDN'T
KILL THE
PHARAOH--ALEX
DID AND RAN!
THAT MEANS HE
NEEDS MY HELP!

MURDER?

YOU'RE JUST GOING TO
HAVE TO FORGIVE ME,
GENTLEMEN! WHEN I'VE
FOUND MY BROTHER--
AND GOTTEN HIM
STRAIGHTENED OUT--
I'LL MAKE IT UP TO YOU!

WHOP!

CRACK



THESE NATURAL
TUNNELS UNDER
PHARAOH'S
HEADQUARTERS--
ALEX MUST HAVE
DISCOVERED
THEM--

--AND DISAPPEARED
DOWN HERE! THE
POOR KID
MANICKED!
BUT IF I CAN
JUST FIND
HIM--

AHHHH! A LIGHT AHEAD!
I CAN SEE A FIGURE
OF A MAN! IT MUST
BE AL-NO! IT'S--

THE PHARAOH!

BUT IT CAN'T BE!
YOU'RE DEAD! I SAW
YOUR BODY, AND THEY
EVEN CLAIM--I KILLED
YOU!

LET ME ASSURE YOU
--I AM VERY MUCH
ALIVE, FOR I AM A
DIRECT DESCENDANT
OF THE IMMORTAL
ONES! PHARAOHS
HAVE 10,000 LIVES!

BUT YOU HAVE
ONLY ONE--AND
IT IS ABOUT TO
END!!

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**THE SECRET
OF CYCLOPS'
BROTHER!**

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BEGINNING: A NEW CHAPTER FROM THE X-MEN FAMILY ALBUM!

THE MILLION DOLLAR ANGEL



SUDDENLY!!!

CAWW!

EEEEEYOOZ

LOOK OUT!
THAT BIRD!
AYEEEEEE!
TOO LATE!

DON'T WORRY,
MOM-- I'M
OKAY! I
GRABBED THE
NEXT
BRANCH!

CRACK

OOOPS!
THERE GOES
THE BRANCH!
AND HERE
GOES...
M-E-E-E-E!

COME TO
THINK OF
IT--

--I WAS
PRETTY
HIGH--

--U-U-U-UP!

LUCKILY--OUR NEW
\$20,000 SWIMMING
POOL WAS RIGHT
BELOW! AND IT
WAS WORTH
EVERY--
(BLUB! BLUB! BLUB!)

SPLASH!

BEG PANDON,
MANSTAHL--
BUT IT MAY
TAKE SOME
TIME TO DRY
THESE TOGS!

HOWEVER,
YOU'LL HAVE
LITTLE NEED
OF THEM
FOR THE
PRESENT!

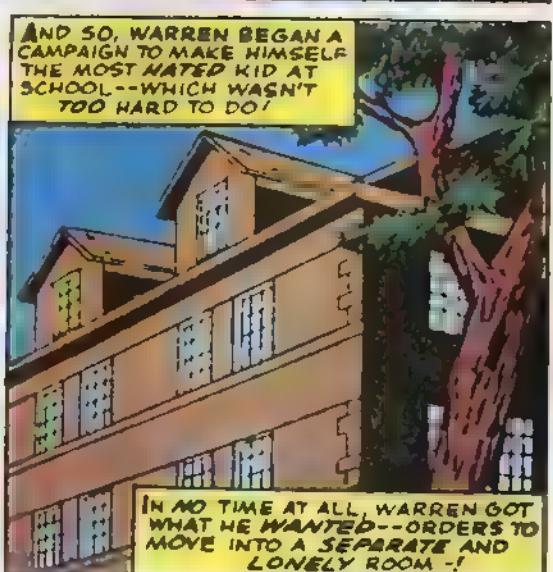
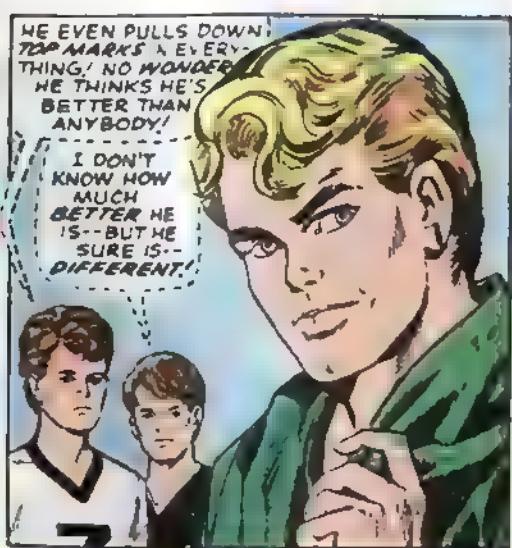
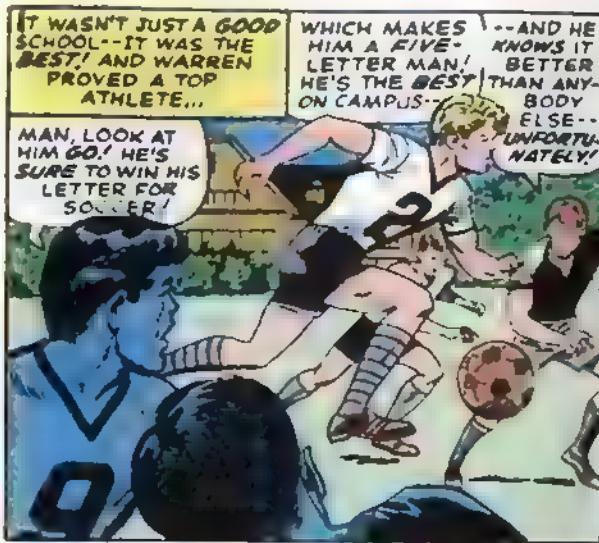
RIGHT! THE
FOLKS HAVE
RESTRICTED ME
TO BARRACKS
AGAIN, MAN, I
SPEND MORE
TIME BEHIND
LOCKED DOORS
THAN BONNIE
AND CLYDE EVER
DID!

I CAN'T
STAND IT!
LAST WEEK
HE WAS
USING THE
ROOF FOR A
SLIDING
POND!

YESTERDAY,
HE CHINNED
HIMSELF
ON THE TV
ANTENNA!

AND NOW--
THIS! ISN'T
THERE
ANYTHING
WE CAN DO?

BESIDES NAILING HIM
INTO A STEEL-RIBBED
TRUNK? HUMMM.
HOW ABOUT A GOOD
PRIVATE SCHOOL--WITH
A HIGH FENCE?

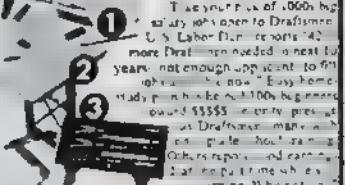


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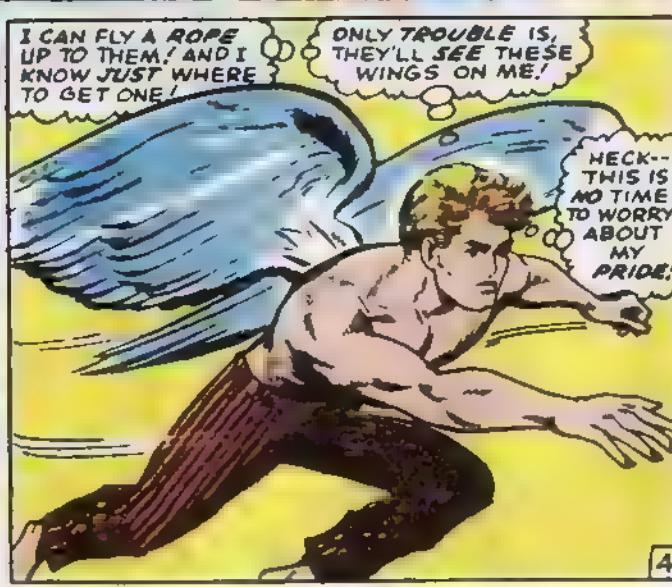
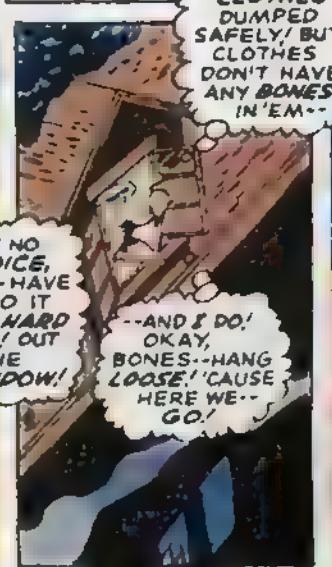
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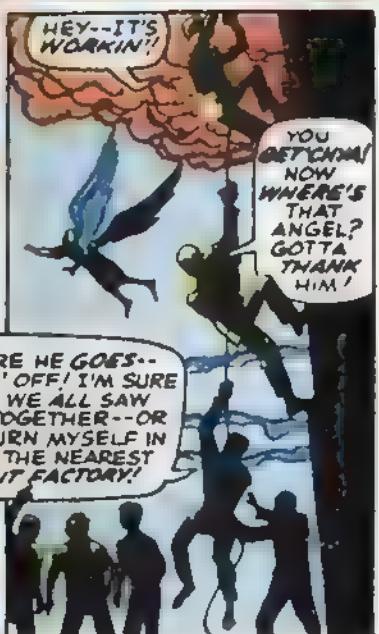
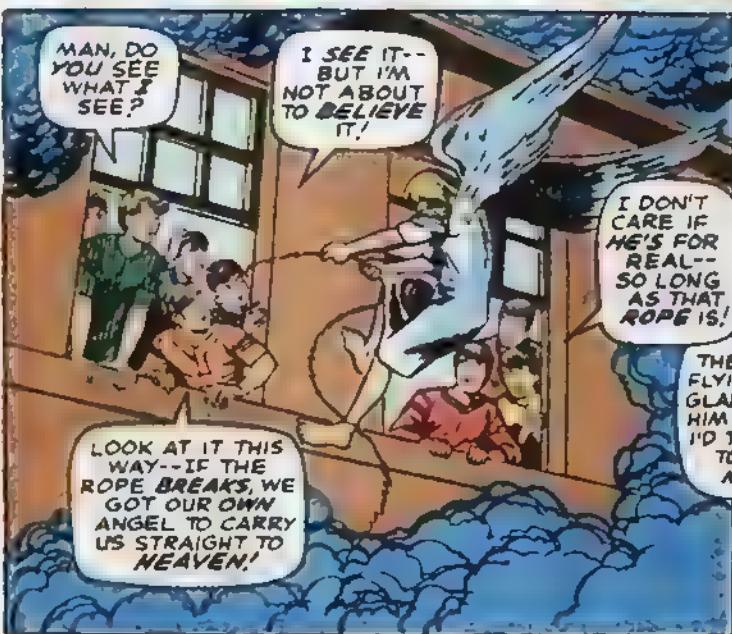
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ITEM! Remember our telling you about Bashful BARRY SMITH the pandemonious penciller we imported from Britain last year? Well never let it be said that your Bushin' Bullpen doesn't go all out when we move. We also latched onto a buddy of Barry's none other than Stupidin' STEVE PARKHOLSE who destined to be a Marvel staffer and writes as smashing a lot of superhero shoddyggers as you could wanna read. Steve's youthful trumpet and a heckuva writer so what with him, Radically Roy Groovy Gary and Albie and Annie (the typewriter twins), maybe Smiley will get that vacation someday yet.

ITEM! Speaking of bombastic Bullpenners didja catch the name of STU SCHWARTZBERG in the latest NOT BRAND ECHM? The syncopated Mr. S is both a comedy writer and gag cartoonist (run for the hills, Marvel!), and is also the lord high pun of our photostat machine. The machine gives off a spooky green light and, just between us, it takes a lot of courage to drop in on Stu unexpectedly. It's like visiting the Castle of Frankenstein (Who says we never gave you a plug, Calvin Beck?)

ITEM! Here's another tidbit for our glomour department. Didja know that Adorable ARTIE SIMERK the demon speedball penpusher has a young married daughter? And didja know that she too is now lettering for neophyte Marvel? That's why you've been seeing the name JEAN SIMERKIZZO in the Italy credits panels more and more often. And so we've solved another mighty Marvel mystery!

ITEM! While we're at it, you might as well say hello to Titanic TONY MORTELLATO the newest addition to JOLLY SALLY & Put The-Mags Together Department. Tony's the trouble maker who assembles the letters pages after they've been edited and socks em to ya with his trusty old paste pot and scissors. He's also a wicked man with a paint brush but more about that some other time. (By the way, you'd better be studying all these names every month!) Never know when there'll be an exam.

ITEM! The annual ACADEMY OF COMIC BOOK FANS AND COLLECTORS holds an annual poll to determine the most popular mags, writers, and artists of the preceding year. If you'd like to take part in this fad, select us send a stamped self-addressed envelope to MARY HANERFIELD, 4247 Collier St., Los Angeles, Calif. 90015 and we'll send you a ballot. Marvel itself has nothing to do with the poll, but we thought some of you frantic ones might get a kick out of voting!

ITEM! We've just enough room left to tell you that we've got a gift for you. You just write a note

STAN'S SOAPBOX

One of the things we try to demonstrate in our yarns is that nobody is all good or all bad. Even a shoddy super villain can have a redeeming trait just as any heroic hero might have his nutty hangups. One of the greatest barriers to real peace and justice in this troubled world is the feeling that everyone on the other side of the ideological fence is a bad guy. We don't know if you're a far-out radical or Mr. Establishment himself. If you're a peace protest marcher or a jolly John Birch, but whatever you are don't get bogged down by bumper-sticker labels. It's time we learned how foolish it is to think in terms of us and them - of black and white. Maybe just maybe the other side isn't all bad. Maybe your own point of view isn't the only one that's distinctly inspired. May be we'll never find true understanding until we listen to the other guy and until we realize that we can never march across the Rainbow Bridge to true Nirvana unless we do it side by side!

—Excerpt
Smiley

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Dear Stan, Arnold, and Jim

In an attempt to both rescue you from all the letters complaining about Magneto's apparent resurrection, I have sent in an explanation to Magneto's return. Combing my back issues of X-MEN, I checked up on all powers Magneto possesses. My search ended as I found in X-MEN #1 the answer to the mystery. Magneto had supposedly fallen to his death in AVENGERS #53; however, in X-MEN #1 he displayed the power to fly "by means of magnetic repulsion". With this in mind, I concluded that Magneto must have broken his fall off the iron ore beneath the ocean floor. Why then, did he not pursue the Toad so as to avenge himself? The answer is simple. The blast had knocked him out! The question now is, how did an unconscious Magneto save himself? For this answer I once again consulted my complete X-MEN collection. In X-MEN #4, I discovered that Magneto had the power to separate his ectoplasmic spirit from his physical body and that in his "spiritual" form he could roam the ocean depths (see X-MEN #4). The answer to the mystery appeared. With his last ounce of consciousness, Magneto separated his spirit body from his physical body, and while his physical body sank to the ocean floor, he (in spirit form) put together a mutant gang with Mummalo in charge. He later had Mummalo and his henchmen raise his body from the depths, and appear fully revived in X-MEN #50. A true villain cannot stay dead!

Randy Hertz, 80-68 Cornish Ave
Elmhurst, N.Y. 11373

As you've so eloquently explained, Randy. Need we say that we were on the point of expressing that very opinion ourselves at the very next opportunity (sham)?



Dear Stan,

For the sake of two of your better comics, for the sake of all your fans, and for the sake of this fan, please take Jim Steranko off the X-MEN and put him back in SHIELD. Steranko's style is completely wrong for the X-MEN, and the book gains nothing from his unusual and flamboyant method of drawing. Having the stories written, inked, and colored by other people doesn't help either. The X-MEN are better when they are done in an uncomplicated style of someone like Werner Roth with good clean lines, clear expressions, and limited gadgetry. By the way the return of Magneto has been handled terribly — he came back too soon with no explanation given as to how he survived the plunge into the sea in AVENGERS #53. No night has been given on the whereabouts of the Toad, Quicksilver, and the Scarlet Witch. Others will probably be telling you what I've just said in much better form but please don't disregard it.

Howard L. Miller, 1427 So. 32nd St.
Louisville Ky. 40211

We're always prepared to listen to a point of view, Howard. Many others have indeed expressed similar opinions — especially those imploring us to return the Jaunty One to the Shield fold. But our artists rarely stay in one place long enough to be smitten down, and we like to move them around from strip to strip, thus giving you, the reader, the variety you demand. Some artists themselves may request a change of scene, if they feel they're not able to give everything they possibly can to a set of characters. Or maybe feel they've been with a particular book for too long and need a change for their work's sake. We're not saying any of these reasons are Jim's reasons — it's just that when you get hold of a towering talent like him — you don't want to pin it down to one mug. Fair 'nuff?

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Dear Stan and Jim,
Instead of having a regular splash page, Mr. Jim Steranko did well in drawing four individual panels for the introduction of X-MEN #50. It suited this issue especially well with the opening panel of Mesmero's trance-giving eyes, while the following two panels which had the villain's underlings standing over the bodies of our two heroes lended itself perfectly with the dialogue to produce an effect of gloom. Turning the page, we see a magnificent two-page layout by Mr. Steranko: City of Mutants was blended well into the background while the barrenness of the terrain coupled with the super-structure, and the hyperscientific equipment gave the effect of an alien civilization. Looking through the rest of Jim's work, I see nothing to complain about. This leaves me to say that Jim should try out a few more issues of X-MEN while Mr. Springer could relieve him on S.H.I.E.L.D.

Masao Kono, P.O. Box 642
Kapaa, Kauai, Hawaii 96748

After the answer you see above, Masao . . . all we can say is a hearty "Nuff said!"



Dear Stan, Arnold, and Jim,
I want to congratulate you on one of the best X-MEN mags you've put out. X-MEN #51 is one of the greatest X-Men yarns I've read. Ol' Jaunty Jim Steranko's art was the best piece of artwork he's done for Marvel!! One thing to Mr. Drake: now that Iceman had found a girl he likes, please don't have her killed or anything like that! From the way you had Iceman fight for her, I shudder to think what he would do if anything happened to her! On the subject of art, I think Jim made a boo-boo. On the cover, Erik the Red shows his whole face, but on page 15, why is he then in armor? Keep up the good work on the X-MEN and this will be one comic to help Marvel reach great heights of glory.

Robert Wiacek, 150 Vernon Ave.
Yonkers, N.Y. 10704

We'll buy that, Bob. But not the boo-boo! Wouldya believe Jim drew Erik the Red without the helmet on the cover, just so's everybody could get a preview of his vitriolic visage? (Well you'd better, tiger 'cause it's the only answer we've got!)

Dear Stan, Arnold, and Jim:
After reading X-MEN #51 and becoming gradually sicker and sicker, I decided that I had to write. When Jim Steranko took over the art chores on NICK FURY, I first liked his work. I felt that he was interesting and unique. Gradually, as there was a change in Fury, my opinion of him also changed. Whatever happened to that great fighting force of Fury, Dum Dum, Gabe and Sitwell? While Fury was never the most realistic mag, under Steranko it became so unreal that it was ridiculous and pathetic. Fury could take any weapon from a rocket launcher to a nuclear weapon from his belt, as could all his enemies. The mag was a lot better when Fury and his gang had few scientific weapons, but many guns and fists. Not that that wasn't bad enough — you then turned him loose on the X-MEN. The X-MEN was becoming a popular mag since the new costuming, the death of Prof. X, and other changes. Suddenly, however, you've turned this mag into pure fantasy. I've followed the art in Marvel for long time. It's rapidly improving with bigger panels, clearer art, and more carefully drawn backgrounds. With Jim Steranko, however, the panels are occasionally much too big. If I wanted the number of full-page panels he gives us, I'd buy a coloring book instead! Perhaps give Jim a fantasy comic where his art would be appreciated . . .

Joel Rothaizer, 147-44 69 Road
Flushing, N.Y. 11367

That's just what we thought we were doing with the X-MEN, Joel! Though not exactly a *Magical Mystery Tour* . . . it's not quite a documented report either! With awesome characters like Mesmero, Magneto, Lorna . . . Queen of Mutants and a supporting cast of thousands (among them a certain Jean, Scott, Warren, Hank and Bobby) . . . it grabs us as the fantasy-est!



Dear Stan, Arnold, and Jim,
I think your mags are the greatest — but as I was reading ish #50 of the X-MEN I noticed on page 15, first panel, that Mesmero was not wearing his cape. I could understand a shoelace or a bobbypin missing — but his cape!! That is one of the most essential parts of his outfit. This ish is one of the most dramatic so far, and I can't wait to see the next. Not 'nuff said!!!

Wayne Burgett, 9619 Oaklauaha Ave.
Tampa, Fla. 33612

You'd better believe it, Wayne. We're gonna have our two cents worth even if it's only to say . . . we boozed! But take a closer look at that panel and tell us if you can't see a FZZZT! line that could've possibly started life as a cape! We'll admit that something happened to it on the long road toward the public gaze . . . but maybe you'll let us off the hook now you realize our hearts are pure . . . and our intentions good!



THE SECRET OF CYCLOPS' BROTHER!

STATEMENT OF OWNERSHIP, MANAGEMENT
AND CIRCULATION
ACT OF OCTOBER 23, 1948, SECTION 4049,
PAGE 29, UNITED STATES CODE.

1. Date of filing October 1, 1948.
2. Title of Publication: **THE X-MEN**.
3. Frequency of Issue: Monthly.
4. Location of Known Office of Publication: 625 Madison Avenue, New York, N.Y. 10022.
5. Location of the Headquarters or General Business Offices of the Publisher: 625 Madison Avenue, New York, N.Y. 10022.
6. Name, and business of the publisher, editor, and managing editor and Publisher: **Marvel Comics, 625 Madison Avenue, New York, N.Y. 10022, Editor: Stan Lee, 625 Madison Avenue, New York, N.Y. 10022, Managing Editor: Sal Buscema, 625 Madison Avenue, New York, N.Y. 10022.**
7. Owner(s) named by corporation, its name and address must be stated and also individuality, otherwise the names and addresses of individuals owning or holding 1% or more of total amount of stock. If not known by incorporation, the names and addresses of the individuals known to own 1% or more of the stock. If owned by a partnership or association, its name and the names and addresses of all partners or members. If owned by a corporation, the name and address of the corporation and the names of its principal officers, directors, and the persons, functions, and responsibilities of each person, and the length of time for which he has his position. (Check one.) Have no changed during preceding 12 months. Have changed during preceding 12 months. If changed, please state name, address, and date of change.
8. Known bondholders, mortgagees, and other security holders owning or holding 1% or more of total amount of bonds, mortgages, or other securities, give their names and addresses.
9. For completion by nonprofit organizations authorized to issue special rates, Section 1252, Postal Manual: The purpose, function, and responsible status of this organization and the names, titles, or official names of its officers, directors, and the persons, functions, and responsibilities of each person, and the length of time for which he has his position. (Check one.) Have no changed during preceding 12 months. Have changed during preceding 12 months. If changed, please state name, address, and date of change.

10. EXTENT AND NATURE OF CIRCULATION

- A. Total No. Copies Printed (including fan): Average no. copies per issue during preceding 12 months: 61,000. Average no. copies per issue during current 12 months: 62,000.
- B. Free distribution (including samples) by mail, carrier or other means: According to **Stan Lee**, single issue during preceding 12 months: 480, single issue current 12 months: 480.
- C. Total circulation cost of C, paid by Average no. copies sold per issue during preceding 12 months: 20,760. Single issue current 12 months: 20,735.
- D. Free distribution (including samples) by mail, carrier or other means: According to **Stan Lee**, single issue during preceding 12 months: 480, single issue current 12 months: 480.
- E. Total circulation cost of C, paid by Average no. copies sold per issue during preceding 12 months: 20,760. Single issue current 12 months: 20,735.
- F. Office use, left over, unprinted, spoiled, return, preceding 12 months: 141,440, single issue current 12 months: 137,340.
- G. Average no. copies sold each issue during preceding 12 months: 413. Single issue current 12 months: 413.

Entered JOHN F. HAYES
(Business Manager)

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Norman Rockwell—America's most beloved artist. He is a founder and member of the Guiding Faculty of the Famous Artists School.

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says **Norman Rockwell**

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Carl Kock was an 18-year-old apprentice in a Chicago art studio when he enrolled. Today he prepares ads for such companies as General Motors and Firestone—has won five gold medals.

Howard Sanden of Minneapolis took the Course while still in high school. He is now a successful artist—recently he and his wife traveled through Europe and the Middle East on important art assignments.

Paul Sullivan enrolled at 14. His Famous Artists training helped him work his way through college.

Kathleen Gironda of Indiana, Pennsylvania, was an 18-year-old salesgirl in a department store. She still works for a department store, but now it's as an advertising artist and fashion illustrator.

With Famous Artists training James Ryan, formerly a clerk, has become an illustrator at Hughes Aircraft—and turns out a steady stream of well-paying free-lance artwork in his spare time.

Oregon housewife Helen Tryk lives 150 miles from the nearest big city. But she does fashion illustration, has her own studio, runs an art work shop, does portraits.

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It started over 18 years ago when a group of America's most successful artists—men like Albert Dorne, Norman Rockwell, Jon Whitcomb, Al Parker and Stevan Dohanos—met in New York City. They knew that all over America there were people who liked to draw who could be turned into good artists. Albert Dorne asked, "Why can't we give these people the

Founding Faculty of the Famous Artists School

Norman Rockwell	Fred Lukedens
Jon Whitcomb	Ben Stahl
Al Parker	Robert Fawcett
Stevan Dohanos	Austin Briggs
George Giusti	Harold Von Schmidt
Peter Helck	Albert Dorne

training they need—including all the trade secrets and know-how we've learned over the years?"

He suggested a new kind of art school—a home study art school—that would give talented people the best professional art training, no matter where they live.

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